

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:)	Chapter 11
)	
SEARS HOLDINGS CORPORATION, <i>et al.</i>,¹)	No. 18-23538
)	
Debtors.)	(Jointly Administered)
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**NOTICE OF WITHDRAWAL OF CLAIM NO. 15132
(URSCHEL DEVELOPMENT CORPORATION - STORE NO. 7042)**

Urschel Development Corporation (“UDC”), pursuant to Fed.R.Bankr.P. 3006, respectfully files this *Notice of Withdrawal of Claim No. 15132 (Urschel Development Corporation – Store No. 7042)* for the Proof of Claim filed by UDC, Claim No. 15132 (“UDC Claim”) in the bankruptcy case of Kmart Corporation (“Kmart”), Case No. 18-23549, and states as follows:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

BACKGROUND

1. On October 15, 2018 (“Petition Date”), Sears Holdings Corporation and certain of its affiliates including Kmart (collectively, “Debtors”) filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

2. Prepetition, on April 19, 1974, UDC, as landlord, and E. N. Maisel & Associates (“Maisel”), as developer, entered into a *Ground Lease*, as amended (“Lease”), for certain real estate in Valparaiso, Indiana 46383 (“Real Estate”).

3. By virtue of a series of assignments, as of the Petition Date, Troy Coolidge No. 30, LLC (“Troy 30”), a wholly-owned subsidiary of Kmart, was the current developer under the Lease and also the landlord under a certain related Sublease with Kmart, as tenant, under which Kmart had been operating a retail store at the Real Estate

4. On April 8, 2019, UDC filed the UDC Claim.

5. By Order (I) *Approving Asset Purchase Agreement between Sellers and Buyer*, (II) *Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of All Liens, Claims, Interests and Encumbrances*, (III) *Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith*, and (IV) *Granting Related Relief* dated February 8, 2019 (“Sale Order;” Doc. No. 2507), this Court approved the sale of certain of the Debtors’ “Go Forward” stores, and the accompanying assignment of certain executory contracts to buyer Transform Holdco LLC.

6. By Order (I) *Authorizing the Assumption and Assignment of Certain Leases*, and (II) *Granting Related Relief* dated May 13, 2019 (“Assignment Order;” Doc. No. 3850), this Court approved the assignment and assumption of certain leases designated by the debtors and Transform Holco. The Lease is listed as entry 224 on Exhibit A to the Assignment Order.

7. Transform Holdco and UDC had an initial dispute over the amount of the cure costs due in connection with the assignment and assumption of the Lease but have now resolved the dispute.

8. UDC has received no distribution for application toward the UDC Claim in these consolidated bankruptcy cases.

9. UDC is not entitled to any distribution in these consolidated bankruptcy cases.

10. UDC has not accepted or rejected any plan in these consolidated bankruptcy cases.

11. There are no pending objections to the UDC Claim, and UDC is not a party to any adversary proceedings pending in these consolidated bankruptcy cases.

12. As a result of the foregoing, pursuant to Fed.R.Bankr.P. 3006, UDC now hereby withdraws Claim No. 15132 with prejudice.

Dated: May 5, 2020

Respectfully submitted,

**URSCHEL DEVELOPMENT
CORPORATION**

By: /s/Mark R. Owens
One of its Attorneys

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CERTIFICATE OF SERVICE

I, the undersigned, an attorney, certify that I served a true and correct copy of the foregoing *Notice of Withdrawal of Claim No. 15132 (Urschel Development Corporation – Store No. 7042)* on all counsel of record via the Court’s CM/ECF system on this 5th day of May, 2020.

Dated: May 5, 2020

By: /s/ Mark R. Owens
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